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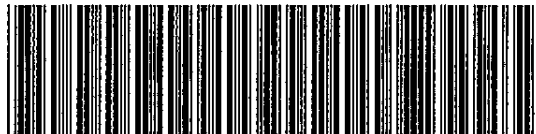
(Business Entity Name)

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2006 MAR 24 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tallahassee MAR 24 2006

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Talent Acquisition Resources, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Marc Whitfield
Name (Printed or typed)

13223 Hastings Lane
Address

Fort Myers, FL 33913
City, State & Zip

239-433-2444
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TALENT ACQUISITION RESOURCES, INC**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 621 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the corporation is **TALENT ACQUISITION RESOURCES, INC** (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF BUSINESS

The corporation shall engage in the practice of executive recruiting.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this corporation is 12201 Eagle Pointe Circle, Fort Myers, FL 33913, and the mailing address is PO Box 62255, Fort Myers, FL 33906.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Marc Whitfield
13223 Hastings Lane
Fort Myers, FL 33913

ARTICLE 5 – OFFICERS

The officers of the corporation shall be:

President:	Mark Kelley
Secretary:	Mark Kelley
Treasurer:	Mark Kelley

whose addresses shall be the same as the principal address of the Corporation

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TALLAHASSEE, FLORIDA

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ARTICLE 6 – DIRECTORS

The Director(s) of the Corporation shall be:

Mark Kelley

Whose address shall be the same as the principal address of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purpose, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Marc Whitfield, located at 13223 Hastings Lane, Fort Myers, FL 33913. The name and address of the registered agent of this Corporation is Marc Whitfield, 13223 Hastings Lane, Fort Myers, FL 33913

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Article of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the

State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and to agree to act in this capacity.

Mark W. Buford
Signature/Registered Agent

3-13-06
Date

Mark W. Buford
Signature/Incorporator

3-13-06
Date